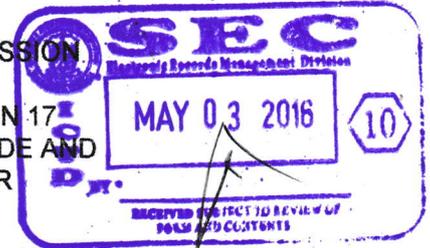


SECURITIES AND EXCHANGE COMMISSION  
SEC FORM 17-C  
CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE AND  
SRC RULE 17.2 (c) THEREUNDER



1. **May 02, 2016**  
Date of Report (Date of earliest event reported)
2. SEC Identification Number **152661** 3. BIR Tax Identification No. **000-444-840**
4. **City & Land Developers, Incorporated**  
Exact name of registrant as specified in its charter
5. **Makati City, Philippines** 6. \_\_\_\_\_ (SEC Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. **3/F Cityland Condominium 10 Tower I, 156 H.V.dela Costa Street Makati City, 1226**  
Address of principal office Postal Code
8. **(02) 893-60-60**  
Registrant's telephone number, including area code
9. \_\_\_\_\_  
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 & 12 of the SRC or Section 4 & 8 of the RSA  
Title of Each Class Number of Shares Issued and Outstanding  
**Unclassified common shares 1,177,934,550**
11. Indicate the item numbers reported herein: **Item 9: Other Events**

**NOTICE OF ANNUAL STOCKHOLDERS' MEETING**

Date: June 14, 2016  
Venue: 3F Cityland Condominium 10 Tower 2,  
154 H.V.dela Costa Street Makati City  
Time: 4:00 pm  
Record date: May 16, 2016

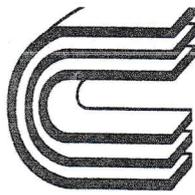
Inclusive Dates of Closing of Stock Transfer Books:

Start date: May 17, 2016  
End date: May 19, 2016

Please see attached AGENDA and other details.

Certified true and correct:

  
Rudy Go  
Senior Vice President



# CITY & LAND DEVELOPERS, INC.

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **CITY & LAND DEVELOPERS INCORPORATED** will be held at the 3F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa Street, Makati City, on **June 14, 2016 at 4:00PM** with the following:

### A G E N D A

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum and Rules of Conduct and Procedures
4. Approval of Minutes of Annual Stockholders' Meeting
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of the External Auditors
8. Confirmation of all acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015 adopted in the ordinary course of business, including but not limited to:
  - a. Approval of investments;
  - b. Treasury matters related to opening of accounts and bank transactions
  - c. Appointment of signatories and amendments thereof; and
  - d. Annual Report and related Financial Statements
9. Other matters which may be raised by the body
10. Adjournment

For the purpose of the meeting, only stockholders of record as of May 16, 2016 are entitled to attend and vote in the said meeting.

Copies of the minutes of the Annual Stockholders' Meeting held on June 9, 2015 will be available upon request.

Makati City, May 2, 2016

FOR THE BOARD OF DIRECTORS

  
EMMA G. JULARBAL  
Corporate Secretary

*\*We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the enclosed proxy form and submit the same to the Office of the Corporate Secretary at 3F Cityland Condominium 10 Tower I, 156 H.V. dela costa Street, Makati City on or before May 25, 2016. Validation of proxies shall be held on June 7, 2016 at the Office of the Secretary. Thank you.*

## **EXPLANATION OF AGENDA ITEMS REQUIRING STOCKHOLDERS' APPROVAL**

In accordance with *Article VII – Stockholders' Meeting* of the Company's Amended By-Laws, the annual meeting of the stockholders shall be held every 2<sup>nd</sup> Tuesday of June of each calendar year at four o'clock in the afternoon, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce.

### **Item 1: Call to Order**

The Chairman of the Board of Directors will formally call the meeting to order.

### **Item 2: Proof of Notice of Meeting**

*Rationale: To inform the stockholders that the notice of meeting were sent to all stockholders in accordance with the Corporation Code of the Philippines and Company's Amended By-laws.*

The Corporate Secretary (or Secretary) will show proof of the sending of the required notice of the meeting. The Secretary will also certify the date of sending of the notices of the meeting to all the stockholders. Written notice of the annual meeting of the Company shall be sent to each registered stockholders at least fifteen (15) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

### **ITEM 3: Determination of Quorum and Voting Procedures**

*Rationale: To determine the presence of a quorum for the 2016 Annual Stockholders' Meeting (ASM) and to inform the stockholders of the voting procedures for the agenda items to be discussed in the ASM.*

The Secretary will inform the body and attest the existence of a quorum in the meeting. As stated in the Company's Amended By-Laws, the stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the subscribed capital stock is present or represented thereat, except in those cases wherein the Corporation Laws requires the affirmative vote of a greater proportion. The number of shares represented in the meeting is validated by a third-party stock transfer agent.

### **Voting Procedures**

Each common share shall be entitled to one vote with respect to all matters to be taken up during the annual stockholders' meeting. In accordance with the Company's Amended By-Laws, voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capital.

At least a majority of the outstanding capital stock of the Company is required for the election of directors and approval of the following matters:

- a. Minutes of the previous Annual Stockholders' Meeting
- b. Appointment of external auditor
- c. Acts of the management and of the Board of Directors relative to Annual Report and related financial statements.

The method by which votes will be counted through viva voce. The "Ayes" and "Nayes" are requested to raise their hands during the ASM. The Secretary will count the number of votes approving, dissenting and abstaining. The Company also has independent party who will validate the votes counted by the Secretary.

The voting procedures are discussed in the Definitive Information Statement.

Item 4: Approval of Minutes of previous Annual Stockholders' Meeting

*Rationale: To obtain from the stockholders the approval of the minutes of the ASM held last June 9, 2015.*

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM held last June 9, 2015 are posted in the Company's website (<http://cityland.net/>). The results of the previous ASM are hereby presented to the stockholders for approval.

Item 5: President's Report

*Rationale: To inform the stockholders of the Company's financial position and performance.*

The Secretary will read the President's Report on the Company's financial position and performance as of and for the year ended December 31, 2015 including any future projects of the Company. The detailed discussion of the financial position and results of operations are presented in the Definitive Information Statement. The audited financial statements are duly submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

Representatives of Sycip Gorres Velayo & Co., the Company's external auditors for the Year 2015, are invited in the ASM to respond to queries concerning the audited financial statements.

Item 6: Election of Directors (including Independent Directors)

*Rationale: To give the stockholders the opportunity to elect the Company's Board of Directors in accordance with Section 24 of the Corporation Code and the Company's Amended By-Laws.*

In accordance with the Company's Amended By-Laws, the general management of the Corporation, shall be vested in a Board of nine (9) directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock of the term of one (1) year and shall serve until the election and qualification of their successors.

A nomination of independent directors shall be conducted by the Nomination Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

The Chairman of the Nomination Committee will present the names of the individuals who have been duly nominated as members of the Board of Directors of the Company, including independent directors. The qualifications and profiles of the nominees are discussed in the Definitive Information Statement. The stockholders who nominated the independent directors and other members of the Board are also disclosed in the Definitive Information Statement.

Item 7: Appointment of External Auditors

*Rationale: To appoint external auditors who will provide an opinion as to the fairness of the financial statements of the Company and assess the adequacy of the internal controls implemented by the Company.*

The Audit Committee will recommend to the Board of the Directors the appointment of external auditors who will provide an opinion on the fairness of the financial statements of the Company and assess the adequacy of internal controls implemented by the Company. The Audit Committee, in its meeting held on March 16, 2016, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditors for the calendar year 2016.

The appointment of the external auditors will be presented to the stockholders for approval.

Item 8: Confirmation of all acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015 adopted in the ordinary course of business

*Rationale: To obtain from the stockholders confirmation of all the acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015.*

Confirmation of all the acts of the Board of Directors will be requested from the stockholders. All significant transactions required to be submitted to the Securities and Exchange Commission through SEC Form 17-C and to the Philippine Stock Exchange can be accessed on the Company's website (<http://cityland.net/>).

Item 9: Other Matters which may be raised by the body

*Rationale: To give the stockholders the opportunity to ask questions and raise concerns.*

The Chairman will ask the stockholders any other matter or business which he or she would like to present in the ASM. Such items will be discussed in the 2016 ASM.



# CITY & LAND DEVELOPERS, INC.

## NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual stockholders' meeting of **CITY & LAND DEVELOPERS, INCORPORATED** will be held at the 3F Cityland Condominium 10 Tower II, 154 H.V. Dela Costa Street, Makati City, on **June 14, 2016 at 4:00PM** with the following:

### A G E N D A

1. Call to Order
2. Proof of Notice of Meeting
3. Determination of Quorum and Rules of Conduct and Procedures
4. Approval of Minutes of Annual Stockholders' Meeting
5. President's Report
6. Election of Directors (including Independent Directors)
7. Appointment of the External Auditors
8. Approval of the Board Resolution dated May 16, 2016 regarding the following:
  - a. Declaration of five percent (5%) stock dividend out of retained earnings which will come from increase in capital stock;
  - b. Increase of authorized capital stock from 1,200,000,000 shares to 1,435,000,000 shares with par value of Php1.00 per share; and
  - c. Amendment of the Articles of Incorporation to increase the authorized capital stock to 1,435,000,000 shares with par value of Php1.00 per share.
9. Confirmation of all acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015 adopted in the ordinary course of business, including but not limited to:
  - a. Approval of investments;
  - b. Treasury matters related to opening of accounts and bank transactions
  - c. Appointment of signatories and amendments thereof; and
  - d. Annual Report and related Financial Statements
10. Other matters which may be raised by the body
11. Adjournment

For the purpose of the meeting, only stockholders of record as of May 16, 2016 are entitled to attend and vote in the said meeting.

Copies of the minutes of the Annual Stockholders' Meeting held on June 9, 2015 will be available upon request.

Makati City, May 17, 2016

FOR THE BOARD OF DIRECTORS

  
EMMA G. JULARBALY  
Corporate Secretary

*\*We are not soliciting your proxy. However, if you would be unable to attend the meeting but would like to be represented thereat, you may accomplish the enclosed proxy form and submit the same to the Office of the Corporate Secretary at 3F Cityland Condominium 10 Tower I, 156 H.V. dela costa Street, Makati City on or before May 25, 2016. Validation of proxies shall be held on June 7, 2016 at the Office of the Secretary. Thank you.*

## **EXPLANATION OF AGENDA ITEMS REQUIRING STOCKHOLDERS' APPROVAL**

In accordance with *Article VII – Stockholders' Meeting* of the Company's Amended By-Laws, the annual meeting of the stockholders shall be held every 2<sup>nd</sup> Tuesday of June of each calendar year at four o'clock in the afternoon, when the Board of Directors shall be elected by plurality of votes by ballot system or viva voce.

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The Chairman of the Board of Directors will formally call the meeting to order.

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*Rationale: To inform the stockholders that the notice of meeting were sent to all stockholders in accordance with the Corporation Code of the Philippines and Company's Amended By-laws.*

The Corporate Secretary (or Secretary) will show proof of the sending of the required notice of the meeting. The Secretary will also certify the date of sending of the notices of the meeting to all the stockholders. Written notice of the annual meeting of the Company shall be sent to each registered stockholders at least fifteen (15) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

### **ITEM 3: Determination of Quorum and Voting Procedures**

*Rationale: To determine the presence of a quorum for the 2016 Annual Stockholders' Meeting (ASM) and to inform the stockholders of the voting procedures for the agenda items to be discussed in the ASM.*

The Secretary will inform the body and attest the existence of a quorum in the meeting. As stated in the Company's Amended By-Laws, the stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the subscribed capital stock is present or represented thereat, except in those cases wherein the Corporation Laws requires the affirmative vote of a greater proportion. The number of shares represented in the meeting is validated by a third-party stock transfer agent.

### **Voting Procedures**

Each common share shall be entitled to one vote with respect to all matters to be taken up during the annual stockholders' meeting. In accordance with the Company's Amended By-Laws, voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capital.

At least a majority of the outstanding capital stock of the Company is required for the election of directors and approval of the following matters:

- a. Minutes of the previous Annual Stockholders' Meeting
- b. Appointment of external auditor
- c. Acts of the management and of the Board of Directors relative to Annual Report and related financial statements.

The method by which votes will be counted through viva voce. The "Ayes" and "Nayes" are requested to raise their hands during the ASM. The Secretary will count the number of votes approving, dissenting and abstaining. The Company also has independent party who will validate the votes counted by the Secretary.

The voting procedures are discussed in the Definitive Information Statement.

Item 4: Approval of Minutes of previous Annual Stockholders' Meeting

*Rationale: To obtain from the stockholders the approval of the minutes of the ASM held last June 9, 2015.*

The Chairman will request the Secretary to read the minutes of the said meeting. The minutes of ASM held last June 9, 2015 are posted in the Company's website (<http://cityland.net/>). The results of the previous ASM are hereby presented to the stockholders for approval.

Item 5: President's Report

*Rationale: To inform the stockholders of the Company's financial position and performance.*

The Secretary will read the President's Report on the Company's financial position and performance as of and for the year ended December 31, 2015 including any future projects of the Company. The detailed discussion of the financial position and results of operations are presented in the Definitive Information Statement. The audited financial statements are duly submitted to the Securities and Exchange Commission and the Bureau of Internal Revenue.

Representatives of Sycip Gorres Velayo & Co., the Company's external auditors for the Year 2015, are invited in the ASM to respond to queries concerning the audited financial statements.

Item 6: Election of Directors (including Independent Directors)

*Rationale: To give the stockholders the opportunity to elect the Company's Board of Directors in accordance with Section 24 of the Corporation Code and the Company's Amended By-Laws.*

In accordance with the Company's Amended By-Laws, the general management of the Corporation, shall be vested in a Board of nine (9) directors, at least two (2) of whom shall be independent directors, who are stockholders and who shall be elected annually by the stockholders owning or representing the majority of the subscribed capital stock of the term of one (1) year and shall serve until the election and qualification of their successors.

A nomination of independent directors shall be conducted by the Nomination Committee prior to the stockholders' meeting. All recommendations shall be signed by the nominating stockholders together with the acceptance and conformity by the would-be nominees. The Committee shall pre-screen the qualifications and prepare a final list of all candidates and put in place screening policies and parameters to enable it to effectively review the qualifications of the nominees for independent directors.

The Chairman of the Nomination Committee will present the names of the individuals who have been duly nominated as members of the Board of Directors of the Company, including independent directors. The qualifications and profiles of the nominees are discussed in the Definitive Information Statement. The stockholders who nominated the independent directors and other members of the Board are also disclosed in the Definitive Information Statement.

#### Item 7: Appointment of External Auditors

*Rationale: To appoint external auditors who will provide an opinion as to the fairness of the financial statements of the Company and assess the adequacy of the internal controls implemented by the Company.*

The Audit Committee will recommend to the Board of the Directors the appointment of external auditors who will provide an opinion on the fairness of the financial statements of the Company and assess the adequacy of internal controls implemented by the Company. The Audit Committee, in its meeting held on March 16, 2016, recommended to the Board of Directors the re-appointment of Sycip Gorres Velayo & Co. as the Company's external auditors for the calendar year 2016.

The appointment of the external auditors will be presented to the stockholders for approval.

#### Item 8: Approval of the Board Resolution dated May 16, 2016:

*Rationale: In accordance with the Corporation Code, the following matters shall be presented to the stockholders for approval of at least two-thirds (2/3) of the outstanding capital stock:*

##### a. Declaration of Stock Dividends

The Board of Directors, in its meeting held on May 16, 2016, declared a five percent (5%) stock dividend out of the retained earnings which will come from increase in authorized capital stock. Record date of the stock dividend shall be fixed by the Securities and Exchange Commission after clearance and approval.

##### b. Increase of Authorized Capital Stocks

The Board of Directors, in its meeting held on May 16, 2016, approved the increase of Company's authorized capital stock from One Billion Two Hundred Million pesos (Php1,200,000,000) to One Billion Four Hundred Thirty Five Million pesos (Php1,435,000,000).

##### c. Amendment of Articles of Incorporation

The Board of Directors, in its meeting held on May 16, 2016, approved the amendment of Articles of Incorporation to increase the authorized capital stock to 1,435,000,000 shares with par value of Php1.00 per share.

#### Item 9: Confirmation of all acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015 adopted in the ordinary course of business

*Rationale: To obtain from the stockholders confirmation of all the acts of the Board of Directors for the period covering January 1, 2015 through December 31, 2015.*

Confirmation of all the acts of the Board of Directors will be requested from the stockholders. All significant transactions required to be submitted to the Securities and Exchange Commission through SEC Form 17-C and to the Philippine Stock Exchange can be accessed on the Company's website (<http://cityland.net/>).

Item 10: Other Matters which may be raised by the body

*Rationale: To give the stockholders the opportunity to ask questions and raise concerns.*

The Chairman will ask the stockholders any other matter or business which he or she would like to present in the ASM. Such items will be discussed in the 2016 ASM.

# PROXY

The undersigned stockholder of CITY & LAND DEVELOPERS, INCORPORATED (the "Company") hereby appoints \_\_\_\_\_ or in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of substitution, to present and vote all shares registered in my/our name as proxy of the undersigned stockholder, at the Annual Meeting of Stockholders of the Company on June 14, 2016 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of minutes of previous meetings.

Yes  No  Abstain

2. Election of Directors

Vote for all nominees listed below:

Cesar EA Virata (Independent Director)  
Andrew I. Liuson  
Stephen C. Roxas  
Grace C. Liuson  
Josef C. Gohoc

Peter S. Dee (Independent Director)  
Sabino R. Padilla, Jr.  
Alice C. Gohoc  
Helen C. Roxas

Withhold authority to vote for all nominees.

Withhold authority to vote for the nominees listed below:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3. Appointment of External Auditor.

Yes  No  Abstain

4. Approval of the Board Resolution dated May 16, 2016 regarding the following:

- a) Declaration of five percent (5%) stock dividend out of retained earnings which will come from increase in capital stock;  
b) Increase of authorized capital stock from 1,200,000,000 shares to 1,435,000,000 shares with par value of Php1.00 per share; and  
c) Amendment of the Articles of Incorporation to increase the authorized capital stock to 1,435,000,000 shares with par value of Php1.00 per share.

Yes  No  Abstain

5. Confirmation of all acts and resolutions of the Board of Directors for the period covering January 01, 2015 through December 31, 2015.

Yes  No  Abstain

6. Approval of annual report.

Yes  No  Abstain

7. At their discretion, the proxies named above are authorized to vote upon such other matters as may properly come before the meeting.

Yes  No

Signature over printed name of stockholder

Date: \_\_\_\_\_

This proxy should be received by the Corporate Secretary on or before May 25, 2016, deadline for submission of proxies.

This proxy, when properly executed, will be voted in the manner as directed herein by the stockholder(s). If no direction is made, this proxy will be voted for the election of all nominees and for the approval of the matters stated above and for such other matters as may properly come before the meeting in the manner described in the information statement and/or as recommended by management or the board of directors.

A stockholder giving a proxy has the power to revoke it at any time before the right granted is exercised. A proxy is also considered revoked if the stockholder attends the meeting in person and expresses his/her intention to vote in person.